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12 *Attorneys for GGW Creditor Trustee*

13 **UNITED STATES BANKRUPTCY COURT**

14 **CENTRAL DISTRICT OF CALIFORNIA**

15 **LOS ANGELES DIVISION**

16 In re

17 GGW BRANDS, LLC,  
18 GGW DIRECT, LLC,  
19 GGW EVENTS, LLC,  
20 GGW MAGAZINE, LLC and  
21 GGW MARKETING, LLC

22 Debtors.

23 Jointly Administered  
24 Under Case No. 2:13-bk-15130-SK

25 Chapter 11

26 **GGW CREDITOR TRUSTEE'S FIRST  
27 POST-CONFIRMATION STATUS  
28 REPORT PURSUANT TO LOCAL  
BANKRUPTCY RULE 3020-1**

29 Status Conference

30 Judge: Hon. Sandra R. Klein  
31 Date: June 23, 2015  
32 Time: 9:00 a.m.  
33 Place: United States Bankruptcy Court  
34 255 E. Temple Street, Ctrm. 1575  
35 Los Angeles, CA 90012

36 This pleading affects:

37 All Debtors

38 GGW Brands, LLC

39 GGW Direct, LLC

40 GGW Events, LLC

41 GGW Magazine, LLC

42 GGW Marketing, LLC

1 R. Todd Neilson, in his capacity as trustee of the GGW Creditor Trust (the “Trustee”),<sup>1</sup>  
2 hereby submits this first post-confirmation status report for GGW Brands, LLC, GGW Direct,  
3 LLC, GGW Events, LLC, GGW Magazine, LLC, and GGW Marketing, LLC (collectively, the  
4 “Debtors”) pursuant to Rule 3020-1(b) of the Local Rules for the United States Bankruptcy Court  
5 for the Central District of California.

6 The *Chapter 11 Trustee’s Disclosure Statement and Plan of Liquidation for GGW Brands,*  
7 *LLC, GGW Direct, LLC, GGW Events, LLC, GGW Magazine, LLC, and GGW Marketing, LLC*  
8 *Dated as of November 12, 2014* [Dkt. No. 776] (the “Plan”) became effective on March 13, 2015  
9 (the “Effective Date”).<sup>2</sup> On or about the Effective Date, the GGW Creditor Trust was created, the  
10 Trustee became the trustee of the GGW Creditor Trust, and the Debtors’ property was transferred  
11 to the GGW Creditor Trust in accordance with the terms and conditions set forth in the Plan. Also  
12 on or about the Effective Date, and as described in detail below, the Trustee substantially  
13 completed the payment obligations under the Plan. Since the Effective Date, the Trustee has  
14 continued to prosecute several adversary proceedings to recover property for the GGW Creditor  
15 Trust. The Trustee has resolved by settlement certain of those adversary proceedings, and is  
16 hopeful that others will be resolved, by settlement or litigation, in the near future.

17 **A. Schedule of Debts/Claims**

18 **1. Administrative Claims**

19 On or about the Effective Date, the Trustee paid (i) all accrued and owing U.S. Trustee  
20 Fees and (ii) the Wynn Administrative Claim. The Trustee did not pay Professional Fee Claims.  
21 The Professionals filed final fee applications on May 12, 2015, which applications are scheduled  
22 to be heard on June 11, 2015. To the extent the Court approves those applications, and to the  
23 extent funds are available in the GGW Creditor Trust, the Trustee intends to pay Professional Fee  
24 Claims from the GGW Creditor Trust’s assets. Due to the Professionals’ voluntary limited

25 \_\_\_\_\_  
26 <sup>1</sup> The Court appointed Mr. Neilson as chapter 11 trustee in the bankruptcy cases of GGW  
27 Brands, LLC, GGW Direct, LLC, GGW Events, LLC, and GGW Magazine, LLC. He was  
also the authorized representative of GGW Marketing, LLC in its bankruptcy case.

28 <sup>2</sup> Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Plan.

1 subordination of their fees (as fully described in the Plan), payment in full of Professional Fee  
2 Claims is not required by the Plan; provided, however, that no Net Trust Assets may be distributed  
3 to the Trust Beneficiaries unless and until Professional Fee Claims are paid in full.

4 The deadline for any person or entity to file an Administrative Claim expired on May 12,  
5 2015. Only one Administrative Claim was filed—a claim by Google, Inc. for \$11,767.95. Dkt.  
6 No. 881 The Trustee is hopeful that this claim can be resolved consensually.

7 The Trustee has been informed by the California Franchise Tax Board that the Debtors  
8 may owe certain California state taxes in respect of taxable years ending between January 1, 2014  
9 and March 1, 2015, but that the Franchise Tax Board is unable to determine the amount of such  
10 taxes until tax returns for those taxable years are filed. Accordingly, the Trustee and the Franchise  
11 Tax Board agreed to extend the deadline for the Franchise Tax Board to file an Administrative  
12 Claim in respect of those taxable years until the date that is sixty (60) days after a tax return for  
13 each such taxable year is received by counsel to the Franchise Tax Board. The Trustee expects  
14 that these returns will be filed by approximately September 2015.

15 The Trustee expects to have sufficient assets in the GGW Creditor Trust to pay the claim  
16 asserted by Google (if and to the extent allowed) and to pay any claim asserted by the Franchise  
17 Tax Board (if and to the extent asserted and allowed).

18 **2. Priority Tax Claims**

19 On or about the Effective Date, the Trustee paid Priority Tax Claims, totaling \$14,935.85,  
20 in full.

21 **3. Class 1: Priority Non-Tax Claims**

22 On or about the Effective Date, the Trustee paid Priority Non-Tax Claims, totaling  
23 \$22,475.00, in full.

24 **4. Class 2: General Unsecured Claims**

25 On or about the Effective Date, the Trustee paid \$435,240.81 on account of Allowed Class  
26 2 Claims (the “Class 2 Payment”). The Class 2 Payment was distributed to holders of Allowed  
27 Class 2 Claims pursuant to the terms and conditions set forth in the Plan and in accordance with  
28 the distribution percentages set forth on Exhibit 6 to the Plan. The Class 2 Payment resulted in a

1 100% recovery to holders of Allowed Class 2 Claims that are Trade Claims. Holders of Allowed  
2 Class 2 Claims that are not Trade Claims will receive their Pro Rata share of the Net Trust Assets  
3 if any Net Trust Assets become available. As of the date of this Report, the GGW Creditor Trust  
4 does not have any Net Trust Assets available for distribution.

5 **5. Class 3: Voluntarily Subordinated Punitive Damage Claims**

6 Pursuant to the Plan, holders of Allowed Class 3 Claims receive and retain no value under  
7 the Plan. Accordingly, the Trustee has not made any distributions to holders of Allowed Class 3  
8 Claims.

9 **6. Class 4: Interests**

10 Pursuant to the Plan, holders of Interests receive and retain no value under the Plan.

11 Accordingly, the Trustee has not made any distributions to holders of Interests.

12 **B. Post-Confirmation Tax Liabilities**

13 There are no tax liabilities currently due under the Plan or that have arisen post-  
14 confirmation. As noted above, the Trustee has been informed by the California Franchise Tax  
15 Board that the Debtors may owe certain California state taxes in respect of taxable years ending  
16 between January 1, 2014 and March 1, 2015, but that the Franchise Tax Board is unable to  
17 determine the amount of such taxes until tax returns for those taxable years are filed. Accordingly,  
18 the Trustee and the Franchise Tax Board agreed to extend the deadline for the Franchise Tax  
19 Board to file an Administrative Claim in respect of those taxable years until the date that is sixty  
20 (60) days after a tax return for each such taxable year is received by counsel to the Franchise Tax  
21 Board.

22 **C. The Trustee's Projections and Continuing Ability to Comply With the Terms of the  
23 Plan**

24 The Trustee has met all of the Effective Date obligations and has made all of the required  
25 Plan payments and transfers to date. The Trustee expects that he will be able to comply with the  
26 few remaining obligations under the Plan.

27

28

1 **D. Trustee's Prosecution of Adversary Proceedings**

2 The Trustee has continued the following adversary proceedings on behalf of the GGW  
3 Creditor Trust, each of which was commenced before the Effective Date:

4 1. Neilson v. Francis, Adv. No. 2:13-ap-01468-SK  
5 2. Neilson v. Houston, et al., Adv. No. 2:14-ap-01793-SK (case has been settled)  
6 3. Neilson v. Mabante Property Management, LLC, Adv. No. 2:14-ap-01794-SK  
7 (case has been settled)  
8 4. Neilson v. Joseph Cali Systems Design, Inc., Adv. No. 2:14-ap-01794-SK (case has  
9 been settled)  
10 5. Neilson v. PNC Bank, N.A., Adv. No. 2:14-ap-01795-SK  
11 6. Neilson v. United States of America, Adv. No. 2:15-ap-01016-SK  
12 7. Neilson v. Franchise Tax Board, Adv. No. 2:15-ap-01017-SK  
13 8. Neilson v. Aftergood, Adv. No. 2:15-ap-01044-SK (case has been settled and  
14 dismissed)  
15 9. Neilson v. Tym, Adv. No. 2:15-ap-01106-SK  
16 10. Neilson v. Punta Mita Homeowners Ass'n, et al., Adv. No. 2:15-ap-01107-SK

17 The Trustee has consensually resolved, or is in the process of consensually resolving, several of  
18 the foregoing cases, and is hopeful that many, if not all, of the remaining cases can similarly be  
19 resolved by settlement.

20 **E. Estimated Date for Plan Consummation and Application for Final Decree.**

21 The Plan became effective on March 13, 2015. As described above, substantially all  
22 required distributions have been made, and the Debtors' property has been transferred to the GGW  
23 Creditor Trust. Thus, the Trustee believes that the Plan has been substantially consummated. The  
24 Trustee expects to file an application for final decree pursuant to 11 U.S.C. § 350(a), Rule 3022 of  
25 the Federal Rules of Bankruptcy Procedure, and Local Bankruptcy Rule 3020-1 when the  
26 adversary proceedings listed above have been finally resolved, when Google's Administrative  
27 Claim is finally resolved, and when any claim filed by the Franchise Tax Board is finally resolved

1 (or when the Franchise Tax Board's deadline to file such claim expires if the Franchise Tax Board  
2 has not filed a claim by such time).

3  
4 DATED: June 9, 2015

Respectfully submitted,

5 KLEE, TUCHIN, BOGDANOFF & STERN LLP  
6  
7 /s/ Jonathan M. Weiss  
8 Jonathan M. Weiss  
9 Attorneys for GGW Creditor Trustee  
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## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: 1999 Avenue of the Stars, 39<sup>th</sup> Floor, Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled (*specify*): **GGW CREDITOR TRUSTEE'S FIRST POST-CONFIRMATION STATUS REPORT PURSUANT TO LOCAL BANKRUPTCY RULE 3020-1** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On June 9, 2015, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

See attached list.

Service information continued on attached page

**2. SERVED BY UNITED STATES MAIL:**

On June 9, 2015, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

**3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, June 9, 2015, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

VIA PERSONAL DELIVERY

Hon. Sandra R. Klein  
US Bankruptcy Court  
255 E. Temple St., Ctrm. 1575  
Los Angeles, CA 90012

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

June 9, 2015  
Date

Shanda D. Pearson  
Printed Name

/s/ Shanda D. Pearson  
Signature

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